

The International Schools Association Limited

Suva, Fiji

ARTICLES OF ASSOCIATION

Version 9

(As adopted by the International Schools Association Limited of
Suva, Fiji at its Annual General Meeting 23 May 2024)

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1. PREAMBLE

The purpose of International Schools Association Limited (“the Association”) is to provide an international standard of education to the international community and Fiji citizens in Suva. The Articles of Association (“AoA”) are the Association’s guide regarding membership of the Association, proper roles, meeting procedures, and responsibilities of members of the Association.

The AoA provide the basis for the governance and management of the Association in the delivery of its vision and mission.

2. BACKGROUND

2.1 For the purpose of registration the number of Members of the Association is declared unlimited.

2.2 The Association is established for the purposes expressed in these AoA In the event of any inconsistency between the AoA and the *Companies Act 2015* (Fiji), the Act will apply.

2.4 The assets and income of the Association shall be applied solely in the furtherance of Association’s objectives and purposes and no portion shall be distributed directly or indirectly to its members by way of dividend, bonus or otherwise, except as bona fide compensation for services rendered or expenses incurred on behalf of the Association

3. DEFINITIONS

3.1 “AGM” means Annual General Meeting.

3.2 “Association” means The International Schools Association based in Suva, Fiji Islands.

3.3 “Board” means the Board for The International Schools Association.

3.4 “Board Member” means a person who is a member of the Board.

3.5 “Companies Act 2015” means the Fiji Companies Act 2015 as amended and all regulations and subsidiary legislation made under it.

3.6 “EGM” means Extraordinary General Meeting.

3.7 “Ex-officio member of Board” means a Board Member who has a deliberative seat without voting rights.

3.8 “Financial Year” means the financial year of the ISS.

3.9 “Head of School” means the chief executive of any school run by the Association.

3.10 “Member of the Association” means each parent or guardian of a student enrolled in an educational institution conducted by the Association, subject to Article 4 of this Articles of Association.

3.11 “Ordinarily Reside” means being present and living in Fiji for an aggregate period of not less than 6 months out of the 12 months immediately preceding.

3.12 “Ordinary Resolution” is a resolution passed by a simple majority of the votes cast by the Members

of the Association entitled to vote and present personally or by proxy at the meeting.

3.13 “Person” includes person, firm or an incorporated body.

3.14 “School” means any school of the International School Association conducted as an educational institution by the Association.

3.15 “Secretary” means the person appointed as Secretary by the Board.

3.16 “Special Resolution” means— in relation to the Association, a resolution— (a) of which notice as set out in s. 145 (1) (c) of the *Companies Act 2015*, has been given; and (b) that has been passed by at least 75% of the votes cast by Members of the Association entitled to vote on the resolution.

3.17 “Year” means the period between two AGMs.

4. MEMBERSHIP OF THE ASSOCIATION

4.1 Each parent or guardian of a student enrolled in an educational institution conducted by the Association shall be a member of the Association.

4.2 No more than two persons may derive their right to membership of the Association from the same student. In case of doubt, the Board shall determine who derives the right of membership in the Association from a particular student.

4.3 The Secretary shall be responsible for establishing and maintaining an official membership list containing the current address of each member of the Association. It shall be the responsibility of the member to keep the school informed of any change of address.

5. CEASING TO BE A MEMBER OF THE ASSOCIATION

5.1 A Member’s membership of the Association will cease:

(a) if the Member no longer has children enrolled in an educational institution conducted by the Association

(b) if the Member gives the Secretary written notice of resignation effective from the date of receipt of that notice by the Secretary;

(c) if the Member:

(i) dies;

(ii) becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health

5.2 Any Member of the Association ceasing to be a Member of the Association will remain liable for and will pay to the Association all fees and monies which were due at the date of ceasing to be a Member.

6. ENTITLEMENT TO VOTE

6.1 All Members of the Association shall be entitled to vote at all general meetings of the Association and to obtain the benefits from the Association in accordance with the rules and Regulations set out in these Articles of Association.

7. GENERAL MEETINGS

7.1 The Association must hold an AGM at least once in each calendar year and within 6 months after the end of its Financial Year.

7.2 The Board shall call an AGM no later than 21 calendar days prior to the proposed date of the meeting, and such call shall be made via email communication to all Members of the Association using the email address provided to the school by the Member of the Association.

7.3 All general meetings other than an AGM shall be called Extraordinary General Meetings (EGM).

7.4 The Board, whenever it thinks fit, and upon a requisition made in writing as indicated under Article 7.5, convene an EGM.

7.5 The Board must call and arrange to hold an EGM on the request of Members of the Association supported by at least 5% of the votes that may be cast at the EGM, at the date of requisition. The request must:

- (a) be in writing;
- (b) state any resolution to be proposed at the meeting;
- (c) be signed by the Members of the Association making the request; and
- (d) be submitted to the Secretary or Board Chair of the Association.

7.6 The Board must call the meeting within 21 days after the request is submitted under Article 7.5. The Association may call on shorter notice an EGM in accordance with the *Companies Act 2015*.

7.7 The meeting must be held not later than 2 months after the request is given to the Association. In

default such meeting may be convened by such requisitions as is provided in the *Companies Act 2015*.

7.8 AGM and EGM will be held in a face to face format only, and will not be held through online conference platforms (e.g. Zoom, Google Meet).

8. PROCEEDINGS AT GENERAL MEETINGS

8.1 The following business must be conducted at each AGM of the Association:

- (a) receiving the Association's financial statement, and audit report, for the last reportable financial year;
- (b) presenting the financial statement and audit report to the meeting for adoption; (c) electing members of the Board;
- (d) appointing an auditor for the present financial year; and
- (e) a report on the state and progress of the Association.
- (f) other items requiring an ordinary resolution only.

8.2 All business shall be deemed special that is either transacted at an EGM or, with the exception of the Article above, is transacted at the AGM.

8.3 No business shall be transacted at any general meeting unless a quorum of not less than twenty-five members is present.

8.4 In determining whether a quorum is present, the Association shall count an individual attending as a proxy. However:

- (a) if a member has appointed more than one proxy, count only one of them; and
- (b) if an individual is attending both as a member and as a proxy count them only once for the purposes of determining quorum at a General Meeting.

8.5 If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the following week, at the same time and place, and if at such adjourned meeting a quorum is not present for the meeting, the meeting is dissolved.

8.6 The Chair of the Board, or, in their absence, the Deputy Chair of the Board shall preside as Chair at every general meeting of the Association.

8.7 If neither the Chair of the Board nor the Deputy Chair of the Board is present at the time of holding a meeting, the members present shall choose one of their members to be Chair of that meeting.

8.8 The Chair may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

8.9 At any general meeting, unless a poll is demanded by at least five members entitled to vote on the resolution, a declaration by the Chair that a resolution has been carried or lost, and an entry to that effect in the permanent record of the Association shall be conclusive evidence of the fact.

8.10 If a poll is demanded it shall be taken forthwith in the manner directed by the Chair.

8.11 Upon a poll every member shall have one vote and no more. In the case of an equality of votes, whether on a show of hands or on a poll, the Chair of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote.

8.12 On a poll, votes may be given either personally or by proxy.

9. RESOLUTIONS BY MEMBERS OF THE ASSOCIATION

9.1 Members of the Association with at least 5% of the votes that may be cast on the resolution, may give the Association notice of a resolution that they propose to move at a General Meeting. The notice shall:

- (a) be in writing;
- (b) set out the wording of the proposed resolution; and
- (c) be signed by the Members proposing to move the resolution.

9.2 If the Association has been given notice of a resolution under Article 9.1, the resolution shall be considered at the next General Meeting that occurs more than 2 months after the notice is given.

10. INSTRUMENT OF PROXY

10.1 The instrument of appointing a proxy shall be in writing under the hand of the appointer or of their power of attorney duly authorised.

10.2 The instrument appointing a proxy shall be submitted to the Secretary of the Association not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. In default, the instrument of proxy shall not be treated as valid.

10.3 A proxy appointment form will be made available in conjunction with the notice of the meeting.

10.4 The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll.

10.5 An appointment may specify the way the proxy shall vote on a particular resolution.

10.6 Each member attending a general meeting is limited to three proxy votes.

11. BOARD MEMBERSHIP FOR THE INTERNATIONAL SCHOOLS ASSOCIATION

11.1 The Board shall comprise:

- (a) No less than 6 and no more than 10 members of the International Schools Association;
- (b) Two members elected by and from the full-time teaching staff, one from the primary school, one from the secondary school, including professional teachers engaged in the management and administration of the School, except the Head of School.
- (c) The Head of School who shall be an ex-officio non-voting member of the Board.
- (d) Up to three Board Members may be appointed by the Board from outside of the Association's membership to ensure the necessary capacities on the Board including but not limited to financial, legal, organisational and educational capacities.

11.2 If a vacancy occurs after the election of Board Members, the Board may appoint a temporary Board Member, to serve for the period until the next AGM, at which time an election for the vacancy will occur.

11.3 To fill the vacancy the following procedure will be followed: The Chair shall notify Board Members of the Association and call for nominations. The call will include at least a 14 days' notice for nominations. Nominations will be taken to the Board for appointment.

11.4 If at any time, the number of Board Members is less than the minimum number under Articles 11.1(a), the continuing Board Members may act only to:

- (a) Increase the number of Board Members to the number required; and/or
- (b) Call a general meeting of the Association.

11.5 The normal term of an elected or appointed Board Member is 3 years, except for Board Members

elected under Article 11.1(b) who's term is determined by the full-time teaching staff of the Association.

11.6 In the event that all children of an elected Board Member leave the school during the tenure of the Board Member; the Board Member may continue in the role until the Board is re-established at the next AGM.

11.7 In the event that an appointed non-association member of the Board becomes a parent of a student at the school, and thus becomes a member of the Association they shall stay on the Board until next AGM where they may stand for election as association member of the Board.

11.8 Board Members can be re-elected by the Members of the Association to a maximum of three consecutive terms.

11.9 Any Board Member with fees in arrears for a period of greater than one semester, without an approved arrangement that is being adhered to will be removed from the Board.

11.10 Employees of the Association other than those specified in Article 11.1 (b) cannot stand for election by the Members of the Association or be appointed to the Board.

11.11 Board Members who have an immediate relative as an employee of the Association must declare the conflict of interest when seeking election or appointment.

12. ELECTION OF BOARD MEMBERS

Election of Board Members shall be as follows:

12.1 The election of Board Members to vacant seats should occur at the AGM.

12.2 The notice of elections and call for nominations will occur no later than twenty-one days prior to the scheduled AGM. The Secretary shall invite members as specified in Articles for any vacancies and for those Board Members whose terms will expire that year.

12.3 Information regarding the current Board makeup including the terms of appointment will be included in the call for nominations.

12.4 Nominations may be put forward until seven days before the time of election of Board Members. Each nomination shall be supported by the signatures of two persons, each of whom shall be a member of the Association who do not derive their membership from children of the same family. A person nominated for a position shall indicate their willingness to be nominated by signing the form.

12.5 Should nominations exceed the number of vacancies; the election will be by ballot.

12.6 Should insufficient nominations be received to fill all the vacancies available; nominations may be accepted from the floor for the remaining vacancies only.

12.7 Should insufficient nominations come from the floor to fill the minimum number of vacancies (outlined in Article 11.1) then the meeting will be adjourned as per Article 8.8. If nominations from the floor exceed the remaining vacancies; such nominations will be voted on by the members present. Individuals nominated from the floor must be present to qualify.

12.8 Each nominated candidate may take up to 5 minutes to speak to the AGM prior to ballots being cast.

12.9 Ballots will be distributed to eligible voters. After all speeches have been delivered, the ballot box is opened, shown to be empty and ballots may be cast.

12.10 Ballot papers are to be counted immediately after all votes have been cast.

12.11 The Board shall appoint two auditors, one of whom shall be a member of the Association. Neither of them shall be Board Members nor nominees for Board appointment. The auditors shall be responsible for monitoring the Secretary in their organisation of the election, counting the votes cast in the election and determining the persons elected as Board Members.

12.12 The auditors, on receipt of the completed ballot papers shall cause them to be opened, checked against the roll of electors and be counted.

12.13 On completion of all counting, and subject to Article 11, the auditors shall determine those persons elected as Board Members. The required number of candidates receiving the largest number of votes shall be declared elected. The determination of the auditors shall be final and no appeal against their decision shall be considered. Auditors are not permitted to disclose the ballot count. The ballot papers shall be held for ten days after the election day after which the ballot papers shall be destroyed.

12.14 Following the determination by the auditors of those persons who have been elected, the Secretary shall forthwith notify the Chair of Board, all other members of the current Board, those persons who have been elected and those who have not of the outcome of the election. The newly elected Board Member/s will take office immediately.

12.15 In the event of a Board being dismissed, by resolution of no less than seventy five percent of the Members of the Association, an election for a new Board shall occur not more than one month following the date of the dismissal. If a Board has been dismissed, the function of the Board shall be exercised, until a new Board is elected, by the Head of School and three members of the Association appointed for the purposes at the meeting at which the Board was dismissed.

12.16 Any member of the Board may resign by giving two (2) months' written notice to the Board. Such resignation shall take effect upon the expiration of such notice or its earlier acceptance by resolution of the Board.

12.17 In addition to resignation by a Board Member, the office of a Board Member shall become vacant if the Board Member:

- (a) no longer has students enrolled in an educational institution conducted by the Association;
- (b) dies;
- (c) becomes mentally incapacitated or whose person or estate is liable to be dealt with in any way under the laws relating to mental health; or
- (d) is convicted of a criminal offence;
- (e) is absent, without prior leave granted by the Board, from 3 consecutive meetings of the Board of which due notice was given;
- (f) fails to attend 50% of the meetings in one Calendar year, without prior leave granted by the Board;
- (g) is removed from office by a resolution passed at a general meeting of the Association; If removed by resolution, notice of intention to move the resolution must be given to the Association at least 2 months before the meeting is to be held. However, if the Association calls a meeting after the notice of intention is given under this sub-article, the meeting may pass the resolution even though the meeting is held less than 2 months after the notice of intention is given.

12.18 If removed by resolution, the Association must give the Board Member a copy of the notice as soon as practicable after it is received. The Board Member is entitled to put their case to members by:

- (a) giving the Association a written statement for circulation to Members of the Association;
and
- (b) speaking to the motion at the meeting (whether or not the Board Member is a Member of the Association).

12.19 No special by-elections will be held.

13. COMMITTEES

13.1 The Board may appoint Committees and/or Task Forces, as it may deem necessary or expedient. It shall appoint a Board member to chair each Committee/Task Force.

13.2 Committees/Task Forces shall conduct their business in accordance with the directions of the Board and shall periodically report their proceedings to Board. Each Committee/Task Force will establish Terms of Reference, which will be approved by the Board. Committee/Task Force Terms of Reference must be reviewed annually.

13.3 Membership of Committees/Task Forces shall not be confined necessarily to Board members.

13.4 Committee/Task Force members shall sign a document confirming they will abide by the Articles of Association and the ISS Board and Committee Code of Conduct.

13.5 Appointment of Committee/Task Force Members is through application to the Board Chair, who will approve the application in consultation with the relevant Committee Chair. Appointments of Committee/Task Force Members will be confirmed and finalised at the next Board Meeting.

13.6 Committee/Task Force members shall meet for the dispatch of business, adjourn and to otherwise regulate their meetings, as they think fit. Committee/Task Force members shall respect the confidentiality of deliberations of the Committee/Task Force.

13.7 Committees/Task Forces will be dissolved at the AGM following the election of new Board members. Any Committee/Task Force member who is not an elected Board member will have access to shared drives and email lists removed until and unless they reapply to the specific Committee/Task Force and are appointed.

14. MEETINGS OF BOARD

14.1 The Board shall meet at such places, at such time and at such intervals as it may decide, but not less frequently than six (6) times each year. The first meeting of a newly elected Board shall be held not more than one month following the declaration of the poll held for election of Board members. At its first meeting following its election, the Board shall appoint, from amongst its members, three Board Members, who are not staff, to the executive positions of Chair, Deputy Chair and Treasurer.

14.2 The term of each executive position shall be one year.

14.3 A Board member may serve in the same executive position for more than one term, but not more

than five consecutive terms in the same position.

14.4 In addition to appointing the above positions (Article 14.1) the Board must appoint, from within or outside its membership, a Secretary. The Secretary is entitled to attend and be heard on any matter at all Board and general meetings. The Board may, subject to the terms of the Secretary's employment contract, suspend, remove or dismiss the Secretary. The Secretary must ordinarily reside in Fiji.

14.5 No Board Member shall fulfill more than one executive position.

14.6 Any casual vacancy that occurs in the executive office of the Board shall be filled by the Board from its own members. The process will be a call for nominations from the Chair to all Board members, followed by a vote through flying minutes at the next Board meeting.

14.7 The Board may remove the Chair, Vice Chair or Treasurer with just cause at any time with a two third vote cast at a special meeting of the Board called in accordance with the special meeting requirements in Article 14.12 provided that a statement of removal describing the cause of the proposed removal from office shall have been sent to the officer holder in question. This statement shall be sent not less than 21 days before the special meeting via the email address provided to the school by the office holder and shall be accompanied by a notice of the time when, and the place where, the Board is to take action on the removal. The office holder shall be given an opportunity to be heard and the matter shall be considered by the Board at the time and place mentioned in the notice.

14.8 The Chair shall chair all meetings of the Association and the Board. In the absence of the Chair, the Deputy Chair shall chair the meeting. In the absence of the Chair and Deputy Chair, those Board Members present at a meeting shall elect a person from their membership to chair the meeting.

14.9 Board members shall sign a document confirming they will abide by these Articles of Association.

14.10 Subject to prior Board approval and substantiation of all expenses incurred, Board members may be paid only travelling, accommodation, and other expenses reasonably incurred by them in attending and returning from meetings of the Board or any Committee of the Board or in connection with the business of the Board.

14.11 The Board members shall meet for the dispatch of business, adjourn and to otherwise regulate their meetings, as they think fit. Board members shall respect the confidentiality of deliberations of the Board.

14.12 The Chair shall convene a meeting of the Board upon written request to do so by not less than four (4) Board Members.

14.13 At a Board meeting, more than 50% of the voting Board Members form a quorum.

14.14 Subject to these regulations, questions arising at any meeting of the Board shall be decided by a majority of votes of Board members present and voting, and any such decision shall be deemed a decision of the Board. Proxies will be accepted provided they are in writing, are demonstrably available prior to each vote taken and bear, at a minimum, the signature of the appointer, a clear indication of the person to whom the proxy is assigned and the date of the Board meeting for which it applies. A proxy can be assigned to either a Board member or ex-officio member of Board.

14.15 Any Board Members who has a material personal interest in a matter that is being considered at a meeting of the Board must not vote on the matter or be present while the matter is being considered at the meeting.

14.16 The Board shall cause minutes of the proceedings of its meetings and the names of those present at such meetings to be entered into the record provided for the purpose. The minutes of any meeting signed by the Chair of the meeting or the succeeding meeting shall be prima facie evidence of the transactions recorded in such minutes. Redacted minutes shall be available for reading only by Members of the Association on request.

14.17 All acts done by any meeting of the Board or by any person acting as a Board Member shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Board Member or person acting, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Board Member.

14.18 At least seven (7) days written notice of all Board meetings shall be forwarded to each Board Member unless otherwise agreed.

15. LEGAL OBLIGATION OF BOARD

15.1 A Board Member must:

- (a) act in accordance with the *Companies Act 2015* and the general law;
- (b) act in accordance with these Articles of Association;
- (c) only exercise powers for the purposes for which they are conferred;

(d) act in the way the Board Member considers, in good faith, would be most likely to promote the success of the Association for the benefit of its Members as a whole;

(e) exercise independent judgement;

(f) exercise reasonable care, skill and diligence;

(g) avoid conflict of interest;

(h) not accept benefits from external parties; and

(i) declare their interest.

16. POWERS AND RIGHTS OF THE BOARD AND BOARD MEMBERS

16.1 The business of the Association is to be managed by or under the direction of the Board.

16.2 The Board Members may exercise all the powers of the Association except any powers that the Companies Act 2015 or the Association's Articles of Association require the Association to exercise in General Meeting.

16.3 Without in any way limiting the generality of Article 16.1 the specific powers and duties of the Board shall be:

(a) to make policy decisions for implementation by the Head of School ;

(b) to ensure the Association's welfare is maintained;

(c) to control and manage all the real estate and other assets now or at any future time belonging to the Association or used for the purposes of the Association (subject to all existing trusts, encumbrances and liabilities affecting them) and to provide for their maintenance and protection;

- (d) to borrow such sums as the Association may from time to time require and to give security for such borrowings;
- (e) to maintain proper records and records of accounts which shall be subject to annual audit by an auditor appointed by the Board;
- (f) to maintain bank accounts as required;
- (g) to arrange insurance covering public liability, damage to and loss of the property and other assets of the Association and any other matters considered necessary; to cause to be kept a current register of all pupils, their ages, the dates of entering and departure from the School, together with the names of their parents and/or guardians;
- (i) determine the scale of fees to be paid for tuition of students and allowances to be granted to persons responsible for the payment of fees; and to lay down any policies for the remission or waiver of fees;
- (j) establish bursaries and scholarships;
- (k) to fix the days for assembling and breaking up of the School;
- (l) to authorise the curriculum of the School;
- (m) to appoint a Head of School upon such salary and conditions as it may determine;
- (n) to consult with and advise the Head of School as to the general conduct and management of the School;
- (o) to receive from the Head of School regular reports as to the general progress, management and conduct of the School;
- (p) to determine, after consultation with the Head of School, organisational chart, staff positions and to determine their duties and responsibilities;
- (q) to determine, after consultation with the Head of School, the salary scale and conditions of all

staff, subject to the provisions of any appropriate industrial award and superannuation scheme for the benefit of teaching staff, officers and other employees of the School;

- (r) to arrange insurance covering Board Members for liability arising in the performance of their duties;
- (s) generally to do all things necessary for and incidental to the proper and efficient administration of the School and generally for the advancement of its purpose and achievement of its vision and mission; and
- (t) to report fully to the AGM of the Association on the financial and other affairs of the School, their parents and/or guardians.

16.4 Prior to the commencement of each calendar year the Board shall cause to be prepared in a format it shall determine, operating and capital income and expenditure budgets and cash flow forecasts for the forthcoming year together with such other documents the Board may determine as relevant.

16.5 The Board shall consider and adopt, with or without amendment, the budgets and cash flow forecasts and such other documents prepared pursuant to the previous Article.

16.6 In addition to the power and authority expressly conferred upon it by these Articles, the Board shall take all such lawful actions as are incidental or conducive to the best interests of the Association.

17. DUTIES AND POWERS OF THE HEAD OF SCHOOL

17.1 The Head of School shall be an ex-officio member of the Board.

17.2 Subject to the *Companies Act 2015* and Article 16.3 (q) the Head of School shall appoint all School staff.

17.3 The Head of School shall diligently pursue the purpose, vision and mission of the School as determined by the Board.

17.4 The Head of School shall implement the policy decisions made by the Board.

17.5 Subject to Article 16.1 and 16.3 the Head of School shall be responsible for the day to-day

management of the School, including without limitation the maintenance of teaching standards and discipline among staff and students and the care of and proper accounting for the property both real and personal, owned, leased, hired or otherwise used by the School. It is a cardinal principle that neither the Board nor any member of the Board shall interfere in any way with the day-to-day management of the School provided that such management is being conducted in accordance with policies laid down by the Board. In the event that any person shall submit to the Board or to any Board Member any matter of an administrative nature, that matter shall be referred as soon as possible to the Head of School for their determination.

17.6 The Head of School shall prepare written reports to the Board on any matters pertaining to the management of the School as the Board may require.

17.7 The Head of School may authorise such expenditure as is necessary for the proper management of the School provided that such expenditure shall not exceed such financial limits as the Board may determine.

17.8 In accordance with the policies set by the Board for the remission or waiver of fees (whether for economic or other reasons), the Head of School shall consider any formal application for the waiver or reduction of tuition or other fees and recommend any exceptions to the applicable policies to the Board.

18. INDEMNITY AND INSURANCE

18.1 The Association may indemnify any Board Member or Employee of the Association for any costs incurred by such Board Member or Employee in any proceeding:

- (a) that relates to liability for any act or omission in his or her capacity as a Board Member or Employee; and
- (b) in which judgment is given in his or her favour, or in which he or she is acquitted, or which is discontinued.

18.2 The Association may indemnify any Board Member or Employee of the Association or in respect of:

- (a) liability to any person other than the Association or any act or omission in his or her capacity as a Board Member or Employee; or
- (b) costs incurred by that Board Member or Employee in defending or settling any claim or proceeding relating to any such liability, not being criminal liability or liability in respect of a breach, in the case of a Board Member, of the duty specified in the relevant section of *Companies Act 2015* or, in the case of an Employee, of any fiduciary duty owed to the Association or a

related Association.

18.3 The Association may, with the prior approval of the board of the Board Members, effect insurance for any Board Member or Employee of the Association in respect of:

- (a) liability, not being criminal liability, for any act or omission in his or her capacity as a Board Member or Employee; or
- (b) costs incurred by that Board Member or Employee in defending or settling any claim or proceeding relating to any such liability; or
- (c) costs incurred by that Board Member or Employee in defending any criminal proceedings in which he or she is acquitted, provided that the Board Members who vote in favour of authorising the effecting of insurance under this Article must sign a certificate stating that, in their opinion, the cost of effecting the insurance is fair to the Association and the Board Members of the Association ensure that particulars of any indemnity given to, or insurance effected for, any Board Member or Employee of the Association are entered in the Interests Register.

18.4 Where any insurance is effected for a Board Member or Employee and:

- (a) the provisions of Article 18.3 have not been complied with; or
- (b) reasonable grounds did not exist for the opinion set out in the certificate of the Board Members given under that Article, the Board Member or Employee is personally liable to the Association for the cost of effecting the insurance except to the extent that he or she proves that it was fair to the Association at the time the insurance was effected.

18.5 For the purposes of this Article: '**Board Member**' also includes a former Board Member of the Association; '**effect insurance**' includes pay, whether directly or indirectly, the costs of the insurance; '**Employee**' includes a former employee; '**indemnify**' includes relieve or excuse from liability, whether before or after the liability arises; and '**indemnity**' has a corresponding meaning.

19. ACCOUNTS

19.1 The Board shall cause true accounts to be kept of all sums of money received and expended by the Association, and of the matters in respect of which such receipt and expenditure takes place, and of all the property, credits and liabilities of the Association.

19.2. Books of accounts shall be kept at the School or such other place or places as the Board may think fit.

19.3 Subject to any restrictions that may be imposed by the Board as to the time and manner of inspecting the same, all the books of account of the Association shall be open to the inspection of any Member of the Association by appointment.

19.4 The Board shall at every AGM lay before the Association the:

- (a) financial statements, and audit report, for the last reportable financial year to the meeting for adoption;
- (b) members for election to the Board;
- (c) appointment of an auditor or an accountant for the present financial year;
- (d) a report on the state and progress of the Association.

19.5 A copy of reports shall be made reasonably available to every member at least seven days before the AGM.

19.6 The Board may authorise a Board Member, the Head of School, or any other staff member of the School by minute resolution to sign, draw, make, accept, endorse, discount or make arrangements with regard to cheques, withdrawals, and bills of exchange, bank cheques, periodic payments, debit authorities and electronic banking services, orders and other instruments and generally to place money on term deposit and receive repayment and interest.

20. AUDITORS

20.1 Auditors shall be appointed at each AGM of the Association and their duties regulated in accordance with the *Companies Act 2015* or any statutory modification thereof for the time being in force.

21. NOTICES

21.1 A notice of meeting, election or for any other purpose may be served by the Association or the Board upon any members either personally or by sending it through email, or by mail in a prepaid letter addressed to such member at his registered place of abode.

22. WINDING UP

22.1 The Association shall be wound up voluntarily whenever a special resolution is passed requiring the

Association to be so wound up in accordance with the *Companies Act 2015*

22.2 If after the winding up or dissolution of Association there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the Members but shall be given or transferred to some other institution or institutions having objects similar to the objects of Association and whose Articles prohibit the distribution of its or their income and property among its or their Members, such institution or institutions to be determined by Association subject to the approval of the Members of the Association at or before the time of the dissolution and in default thereof by application to the High Court for determination.

23. CHANGES TO THESE ARTICLES OF ASSOCIATION

23.1 Consistent with the Articles of Association, changes to these Articles of Association can only be effected by a 75% majority vote of the members present at a duly convened meeting of the Association.

23.2 Notices of motion for changes to these Articles of Association are to be notified in writing to the Secretary twenty-one (21) days in advance of the meeting at which they are to be tabled. The Secretary is to make available to Members of the Association, not less than seven days prior to the meeting, details of the proposed changes.